

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

Middle District of Tennessee

Case number (if known): \_\_\_\_\_

Chapter you are filing under:

☐ Chapter 7☒ Chapter 11☐ Chapter 12☐ Chapter 13☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Waynesboro Healthcare, LLC

2. All other names debtor used in the last 8 years Waynesboro Health and Rehabilitation Center

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-1109504

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>104 JV Mangubat Dr.</u>		
Number	Street	Number Street
<u>Waynesboro TN 38485</u>		P.O. Box
City	State ZIP Code	City State ZIP Code
<u>Wayne County</u>		Location of principal assets, if different from principal place of business
County		Number Street
		City State ZIP Code

5. Debtor's website (URL) https://trousdale.org/waynesboro/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business**

**A. Check one:**

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☐ None of the above

**B. Check all that apply:**

- ☒ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.naics.com/search/>.  
6231

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

**Check one:**

- ☐ Chapter 7  
☐ Chapter 9  
☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY  
District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes. Debtor Cincinnati Senior Care, LLC Relationship Affiliate  
District Middle District of Tennessee When 08/14/2023  
MM / DD / YYYY  
Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Waynesboro Healthcare, LLC  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input checked="" type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99              | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199            | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 |  |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

Debtor Waynesboro Healthcare, LLC Case number (if known) \_\_\_\_\_  
Name \_\_\_\_\_

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

### Request for Relief, Declaration, and Signatures

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/14/2023  
MM / DD / YYYY

☒ /s/ Thomas Johnson

Signature of authorized representative of debtor

Thomas Johnson

Printed name

Title Executive Director

18. Signature of attorney

☒ /s/ Robert Gonzales

Signature of attorney for debtor

Date 08/14/2023

MM / DD / YYYY

Robert Gonzales

Printed name

EmergeLaw, PLC

Firm name

4235 Hillsboro Pike 350

Number Street

Nashville

City

TN

State

37215

ZIP Code

6158151535

Contact phone

robert@emerge.law

Email address

016705

Bar number

TN

State

Debtor

First Name Middle Name Last Name

Case number (if known) \_\_\_\_\_

**Continuation Sheet for Official Form 201****10) Pending Bankruptcies**

<b>Dayton Senior Care, LLC</b>	<b>Middle District of Tennessee</b>	<b>08/14/2023</b>	
<b>Florida Senior Care, LLC</b>	<b>Middle District of Tennessee</b>	<b>08/14/2023</b>	
<b>Trousdale Issuer, LLC</b>	<b>Middle District of Tennessee</b>	<b>08/14/2023</b>	
<b>Sebring Senior Living</b>	<b>Middle District of Tennessee</b>	<b>08/14/2023</b>	
<b>Nashville Senior Care, LLC</b>	<b>Middle District of Tennessee</b>	<b>08/14/2023</b>	
<b>Hidden Acres Healthcare, LLC, et al.</b>	<b>Middle District of Tennessee</b>	<b>08/30/2022</b>	<b>22-02780</b>

United States Bankruptcy Court  
Middle District of Tennessee

In re: Waynesboro Healthcare, LLC

Case No.

Chapter 11

Debtor(s)

**Verification of Creditor Matrix**

The above-named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of their knowledge.

Date: 08/14/2023

/s/ Thomas Johnson

Signature of Individual signing on behalf of debtor

Executive Director

Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name Nashville Senior Care, LLC, et al.

United States Bankruptcy Court for the: Middle District of Tennessee  
(State)

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	<b>Functional Pathways Of Tennessee, LLC</b> 10133 Sherrill Blvd Suite 200 Knoxville, TN 37932-3347	P: 888-531-2204	Trade Payables	Disputed			<b>\$995,385.19</b>
2	<b>Gordon Food Service</b> Dept Ch 10490 Palatine, IL 60055-0490	Attn: Payment Processing Center P: 800-968-6490 F: 616-717-6024, 616-717-7600	Trade Payables				<b>\$779,154.91</b>
3	<b>Metropolitan Trustee</b> 700 2nd Ave S Nashville, TN 37201	Attn: Property Tax Dept P: 615-862-6330 trustee@nashville.gov	Property Taxes				<b>\$470,727.15</b>
4	<b>Montgomery County Treasurer</b> 451 W Third Street 2nd Floor Dayton, OH 45422-1475	P: 937-225-4010 F: 937-496-7122 taxpayer-services@mcoho.org	Property Taxes				<b>\$444,411.31</b>
5	<b>Division Of TennCare/Accounting</b> 310 Great Circle Road 4 East Nashville, TN 37243	Attn: Dieudonne Ndinda P: 800-342-3145 tenn.care@tn.gov	Excise/Bed Taxes				<b>\$311,033.60</b>
6	<b>Quality Care Rehab</b> 8477 South Suncoast Blvd Homosassa, FL 34446	P: 352-382-1141	Contracted Therapy Services				<b>\$308,447.72</b>
7	<b>Medical Staffing Network</b> PO Box 840416 Dallas, TX 75284	P: 800-676-8326	Contracted Nursing Services				<b>\$250,636.98</b>
8	<b>Consolidated Medical Staffing, Inc</b> 2451 Atrium Way Suite 202 Nashville, TN 37214	P: 615-986-7501 F: 615-986-7502	Contracted Nursing Services	Disputed			<b>\$210,810.25</b>

Debtor Name \_\_\_\_\_

Case Number \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	<b>Veracity Resourcing And Services</b> 8517 North Dixie Drive No 900 Dayton, OH 45417	P: 937-886-4700 info@hireveracity.com	Contracted Nursing Services				<b>\$147,094.97</b>
10	<b>Guardian Pharmacy Of Tennessee One, LLC</b> 661 East Lane Street Shelbyville, TN 37160	P: 931-684-9987	Trade Payables				<b>\$135,091.80</b>
11	<b>Twomagnets, Inc dba Clipboard Health</b> 440 N Barranca Ave Ste 5028 Covina, CA 91723-1722	P: 408-837-0116	Contracted Nursing Services				<b>\$118,059.48</b>
12	<b>Triton Services Inc</b> 8162 Duke Blvd Mason, OH 45040	P: 513-679-6800 F: 513-679-6808 service@tritonservicesinc.com	Trade Payables	Disputed			<b>\$96,756.99</b>
13	<b>Guardian Pharmacy Of Orlando</b> 2815 Directors Row Suite 700 Orlando, FL 32809	P: 407-270-6722	Trade Payables				<b>\$94,796.47</b>
14	<b>All American Healthcare Services Inc</b> 494 Broad Street Suite 302 Newark, NJ 07102	P: 862-339-4075, 866-629-2242 F: 866-629-2242 paul@aahcs.org	Contracted Nursing Services	Disputed			<b>\$90,931.75</b>
15	<b>American Healthtech</b> 805 South Wheatley Street Suite 600 Ridgeland, MS 39157	P: 800-489-2648 F: 601-978-6811 tracey.schroeder@cpsi.com	Software as a Service (SaaS)				<b>\$86,399.91</b>
16	<b>Duke Energy</b> 10270 Alliance Rd Blue Ash, OH 45242	P: 877-372-8477, 800-774-1202	Utilities				<b>\$84,398.03</b>
17	<b>Skilled Care Pharmacy LLC</b> 6175 Hi Tek Court Mason, OH 45040	P: 513-745-9620, 513-701-6971 F: 513-745-9024 info@skilledcare.com	Contracted Nursing Services				<b>\$84,024.30</b>
18	<b>Gem City Home Care Plus</b> 1700 Lyons Road Suite A Dayton, OH 45458	P: 937-438-9100	Trade Payables	Disputed			<b>\$74,683.00</b>
19	<b>Associated Pathologists d/b/a PathGroup</b> 5301 Virginia Way Brentwood, TN 37027	P: 615-221-4463 contact@pathgroup.com	Trade Payables				<b>\$64,872.50</b>
20	<b>Mullaney's Ltc Pharmacy</b> 11930 Kemper Springs Dr Cincinnati, OH 45240	P: 513-587-6202 F: 513-228-1176	Trade Payables				<b>\$62,000.20</b>



Debtor Name \_\_\_\_\_

Case Number \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	<b>Nashville Electric Service</b> 1214 Church St Nashville, TN 37246	P: 615-736-6900	Utilities				<b>\$61,498.00</b>
22	<b>Advent Health</b> PO Box 105571 Atlanta, GA 30348		Trade Payables	Disputed			<b>\$59,259.83</b>
23	<b>Treasurer, State Of Ohio</b> 30 East Broad Street 9th Floor Columbus, OH 43215	P: 614-466-2160 constituentsaffairs@tos.ohio.gov	Penalties	Disputed			<b>\$54,003.43</b>
24	<b>Triumph Staffing, LLC</b> 555 Marriott Dr Ste 315 Nashville, TN 37214	P: 615-928-1140 yolanda@triumphstaffingllc.com	Contract Nursing Services				<b>\$53,761.48</b>
25	<b>Erick T Zwayer, Tax Collector</b> 540 S Commerce Ave Sebring, FL 33870-3867	Attn: Highlands County Florida P: 863-402-6685 F: 863-402-6709	Property Taxes				<b>\$51,300.65</b>
26	<b>Accent Flooring, Inc</b> 3070 Sidco Drive Nashville, TN 37204	Attn: John McMeen P: 615-244-4560	Trade Payables				<b>\$48,346.00</b>
27	<b>Iron Mountain</b> PO Box 27128 New York, NY 10087-7128	P: 800-934-3453 askcustomerservice@ironmountain.com	Trade Payables				<b>\$48,301.36</b>
28	<b>Signature Staff Resources, LLC</b> 1460 TL Townsend Dr Suite 104 Rockwall, TX 75032	P: 866-480-4531	Trade Payables				<b>\$47,498.66</b>
29	<b>Smartlinx LLC</b> 111 South Wood Ave Iselin, NJ 8830	P: 732-258-0174 F: 732-258-0174, 800-737-5786	Software as a Service (SaaS)				<b>\$42,960.92</b>
30	<b>Fresenius Management Services</b> 16343 Collections Center Chicago, IL 60693	Attn: Beth Newell P: 978-354-6603 F: 978-354-6603 pr-fre@fresenius.com	Trade Payables	Disputed			<b>\$42,236.81</b>

\*Please note that this is a consolidated list of the Debtors' top 30 creditors on an aggregate basis.

**SEBRING SENIOR LIVING, INC.  
CINCINNATI SENIOR CARE, LLC  
DAYTON SENIOR CARE, LLC  
NASHVILLE SENIOR CARE, LLC  
WAYNESBORO HEALTHCARE, LLC  
FLORIDA SENIOR LIVING, LLC  
TROUSDALE ISSUER, LLC**

**OMNIBUS WRITTEN CONSENT**

August 14, 2023

The undersigned, being the sole member or the board of directors, as applicable (each, a “Governing Body”), of each entity set forth above (each, a “Company,” and, collectively, the “Companies”), hereby take the following actions and adopt the following resolutions by written consent (these “Resolutions”) pursuant to such Company’s limited liability company agreement, bylaws, the Tennessee Revised Nonprofit Limited Liability Company Act, as amended, the Tennessee Revised Limited Liability Company Act, as amended, and the provisions of Chapter 617, Florida Statutes, as amended;

**WHEREAS**, the Governing Body of each Company has reviewed the materials presented by, or on behalf of, such Company’s management (such Company’s “Management”) and its financial, legal, and other advisors (collectively, such Company’s “Advisors”), including, but not limited to, materials regarding the liabilities, obligations, and liquidity of such Company, the strategic alternatives available to such Company, and the impact of the foregoing on such Company’s business and the business of such Company’s affiliates;

**WHEREAS**, the Governing Body of each Company has had adequate opportunity to consult with its Management and Advisors regarding the materials presented, to obtain additional information and to fully consider each of the strategic alternatives available to such Company;

**WHEREAS**, the Governing Body of each Company, after consultation with its Management and its Advisors, has determined that it is in the best interests of such Company to conduct a sale process pursuant to section 363 of chapter 11 of title 11 of the United States Code, §§ 101-1532, *et seq.* (the “Bankruptcy Code”) and to sell substantially all of the assets of Cincinnati Senior Care, LLC, Dayton Senior Care, LLC, Florida Senior Living, LLC, Nashville Senior Care, LLC, Sebring Senior Living, LLC, and Waynesboro Healthcare, LLC’s (collectively, the “Operating Entities”) to one or more potential bidders (the “Sale Transaction”);

**WHEREAS**, after reviewing indications of interest submitted by interested bidders, the Governing Body of each Company, with the assistance of the such Company’s Advisors, reviewed and negotiated an asset purchase agreement dated as of August 4, 2023 (as amended, modified, or supplemented, the “Stalking Horse APA”) with Cascasis LLC, or its designees (the “Stalking Horse Bidder”), to purchase substantially all of the Operating Entities’ assets;

**WHEREAS**, the Governing Body of each Company has determined that the Stalking Horse APA is fair and reasonable and will not discourage competitive bidding in connection with

the Sale Transaction; and

**WHEREAS**, the Governing Body of each Company has determined, in the judgement of such Governing Body, that the following resolutions, as applicable, are advisable and in the best interests of such Company, its interest holders, its subsidiaries (if any), its creditors, and other parties in interest.

### **Chapter 11 Cases**

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that in the judgment of the Governing Body of each Company, it is desirable and in the best interests of each Company and its creditors, and other parties in interest, that such Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Tennessee (the “Bankruptcy Court”).

**BE IT FURTHER RESOLVED**, that each of Thomas Johnson and Ron Swartz, in their capacities as Executive Director and Chief Financial Officer, respectively (the “Authorized Person”), are authorized, empowered, and directed, in the name of and on behalf of each Company to execute, verify and file all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefore and to obtain debtor-in-possession financing, and to take, or cause to be taken, such other actions, as in the judgment of such Authorized Person shall be or become necessary, advisable, proper, or desirable in connection with each of the Company’s chapter 11 cases, such Authorized Person’s performance of any such act and his execution and delivery of any such document, agreement, or instrument to be conclusive evidence of each Authorized Person’s approval thereof.

### **Debtor in Possession Financing**

**BE IT FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company to enter into a senior secured, superpriority, priming debtor in possession credit facility pursuant to the terms of that certain Priming Superpriority Debtor-In-Possession Credit Agreement, dated as of August 14, 2023 (the “DIP Credit Agreement”), by and among each of the Companies, and UMB Bank, N.A., in its capacity as Trustee (the “DIP Lender”), and negotiate, execute, and file any related motions, documents, or instruments, each on terms and conditions agreed to by each Company and the lenders and such other terms as are customary for similar debtor-in-possession facilities and to cause each Company to grant a security interest in substantially all of its assets in connection therewith, and to undertake any and all related transactions contemplated thereby.

### **Sale Process and Bidding Procedures Motion**

**BE IT FURTHER RESOLVED**, that that each Authorized Person be, and is, authorized, empowered, and directed, in the name of and on behalf of each Company, to (i) file a motion (the “Bidding Procedures Motion”) with the Bankruptcy Court to request, among other things, the Bankruptcy Court’s approval of (a) the Sale Transaction, (b) the continuation of a marketing and sale process in the chapter 11 cases for the assets of the Operating Entities (the “Sale Process”),

and (c) the bidding procedures associated with the Sale Process, which are attached to the Bidding Procedures Motion (such bidding procedures, in the form approved by the Bankruptcy Court, the “Bidding Procedures”), including a request for approval of a break-up fee and the reimbursement of the Stalking Horse Bidder’s expenses on the terms set forth in the Stalking Horse APA, (ii) execute and deliver the Stalking Horse APA, and (iii) commence and implement the Sale Process.

**BE IT FURTHER RESOLVED**, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers, be, and hereby is, authorized, empowered, and directed, in the name and on behalf of such Company, to take any and all other actions as he may deem necessary or advisable to implement the Sale Process as contemplated by the Bidding Procedures.

#### **Retention of Advisors**

**BE IT FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the law firm of McDonald Hopkins LLC as general bankruptcy counsel to represent and advise the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations, including filing any pleadings in connection with the chapter 11 cases; and in connection therewith, each Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of McDonald Hopkins LLC.

**BE IT FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of EmergeLaw, PLC as co-counsel to represent and advise the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations in connection with the chapter 11 cases; and in connection therewith, each Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of EmergeLaw, PLC.

**BE IT FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of Houlihan Lokey Capital, Inc. as investment banker to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations in connection with the chapter 11 cases; and in connection therewith, each Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of Houlihan Lokey Capital, Inc.

**BE IT FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of Stretto, Inc. as notice, claims, and balloting agent to assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance their rights and obligations in connection with the chapter 11 cases; and in connection therewith, each Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the Bankruptcy Court for authority to retain the services of Stretto, Inc.

**BE IT FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ any other professionals, including attorneys, accountants, financial advisors, investment bankers, and tax advisors, necessary to assist the Companies in carrying out their duties under the Bankruptcy Code; and in connection therewith, each Authorized Person is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 cases, and cause to be executed and filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary.

#### **Other Authorizations and Ratification**

**BE IT FURTHER RESOLVED**, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to take any and all other actions as they may deem necessary or advisable to, in each Company's capacity as shareholder, equity holder, managing member, sole member, or member of any of the Companies to cause such Companies to execute, deliver, and perform any of the actions contemplated with respect to the chapter 11 cases and these Resolutions or the transactions contemplated hereby.


**BE IT FURTHER RESOLVED**, that all lawful acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done by each Authorized Person or any director, employee, legal counsel, or other representative of or advisor to the Companies, in the name and on behalf of the Companies, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

**BE IT FURTHER RESOLVED**, that this Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same document.

*[Remainder of Page Intentionally Left Blank]*

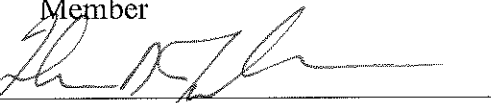
IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of the date first above written.

**SEBRING SENIOR LIVING, INC.,**  
a Florida not-for-profit corporation,

By:   
Name: Thomas D. Johnson  
Title: Executive Director


**CINCINNATI SENIOR CARE, LLC,**  
a Tennessee nonprofit limited liability company,

by THE TROUSDALE FOUNDATION, INC.,  
a Massachusetts nonprofit corporation, its Sole  
Member

By:   
Name: Thomas D. Johnson  
Title: Executive Director


**DAYTON SENIOR CARE, LLC,**  
a Tennessee nonprofit limited liability company,

by THE TROUSDALE FOUNDATION, INC.,  
a Massachusetts nonprofit corporation, its Sole  
Member

By:   
Name: Thomas D. Johnson  
Title: Executive Director

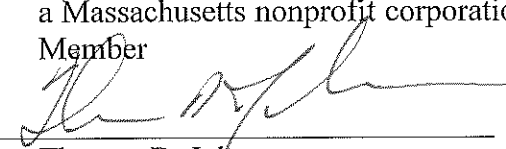
**NASHVILLE SENIOR CARE, LLC,**  
a Tennessee nonprofit limited liability company,

by THE TROUSDALE FOUNDATION, INC.,  
a Massachusetts nonprofit corporation, its Sole  
Member

By:   
Name: Thomas D. Johnson  
Title: Executive Director

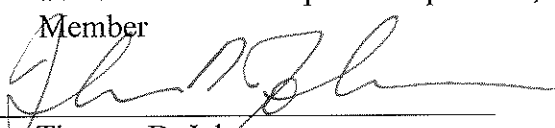
**WAYNESBORO HEALTHCARE, LLC,**  
a Tennessee nonprofit limited liability company

by THE TROUSDALE FOUNDATION, INC.,  
a Massachusetts nonprofit corporation, its Sole  
Member

By:   
Name: Thomas D. Johnson  
Title: Executive Director

**FLORIDA SENIOR LIVING, LLC,**  
a Florida nonprofit limited liability company,

by THE TROUSDALE FOUNDATION, INC.,  
a Massachusetts nonprofit corporation, its Sole  
Member

By:   
Name: Thomas D. Johnson  
Title: Executive Director

**TROUSDALE ISSUER, LLC,**  
a Tennessee nonprofit limited liability company

by THE TROUSDALE FOUNDATION, INC.,  
a Massachusetts nonprofit corporation, its Sole  
Member

By:   
Name: Thomas D. Johnson  
Title: Executive Director

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE**

In re:	)	
	)	Chapter 11
NASHVILLE SENIOR CARE, LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 23-_____ (____)
Debtors.	)	
	)	(Joint Administration Requested)
	)	

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**CONSOLIDATED CORPORATE OWNERSHIP  
STATEMENT AND LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a “Debtor”) hereby state as follows:

1. Debtor Nashville Senior Care, LLC, dba McKendree Village, whose address is 4347 Lebanon Pike, Hermitage, Tennessee 37076, is 100% owned by The Trousdale Foundation, Inc., whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311.
2. Debtor Cincinnati Senior Care, LLC dba Hyde Park Health Center / Gardens of Oakley, whose address is 4001 Rosslyn Dr., Cincinnati, Ohio 45209, is 100% owned by The Trousdale Foundation, Inc., whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311.
3. Debtor Dayton Senior Care, LLC dba Friendship Village, whose address is 5790 Denlinger Rd, Dayton, Ohio 45426, is 100% owned by The Trousdale Foundation, Inc., whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of Debtors’ federal tax identification number are: Nashville Senior Care, LLC (6516), Cincinnati Senior Care, LLC (4344), Dayton Senior Care, LLC (7202), Florida Senior Living, LLC (6593), Sebring Senior Living, Inc. (0539), Trousdale Issuer, LLC (\_\_\_\_), and Waynesboro Healthcare, LLC (0594). The corporate headquarters and the mailing address for the Debtors is 485 Central Avenue NE, Cleveland, Tennessee 37311.



4. Debtor Florida Senior Living, LLC, dba Palms Home Care, whose address is 725 S. Pine St, Sebring, Florida 33870, is 100% owned by The Trousdale Foundation, Inc., whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311.

5. Debtor Sebring Senior Living Inc., dba The Palms of Sebring, whose address is 725 S. Pine St, Sebring, Florida 33870, is 100% owned by The Trousdale Foundation, Inc., whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311.

6. Debtor Trousdale Issuer, LLC whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311, is 100% owned by The Trousdale Foundation, Inc., whose address is also 485 Central Avenue NE, Cleveland, Tennessee 37311.

7. Debtor Waynesboro Healthcare, LLC dba Waynesboro Health and Rehab, whose address is 104 JV Mangubat Dr. Waynesboro, Tennessee 38485, is 100% owned by The Trousdale Foundation, Inc., whose address is 485 Central Avenue NE, Cleveland, Tennessee 37311.

August 14, 2023

Date



Thomas Johnson, Executive Director of each of the Debtors

**Fill in this information to identify the case and this filing:**

Debtor Name Waynesboro Healthcare, LLC  
United States Bankruptcy Court for the: Middle District of Tennessee  
Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/14/2023  
MM / DD / YYYY

X /s/ Thomas Johnson  
Signature of individual signing on behalf of debtor

Thomas Johnson

Printed name

Executive Director

Position or relationship to debtor